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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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FROM: AMERICAN ACCOUNTING SERVICE, INC.  
104737003316

ACCT#:

CONTACT: ELIZABETH ELLIS  
PHONE: (941)747-9292  
(941)748-7626

**EFFECTIVE DATE**  
5-11-98

FAX #:

NAME: BYPASS PERFORMANCE, INC.

AUDIT NUMBER.....H98000008863

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 2

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

American Accounting Service, Inc.

Emmace Plaza

357 5th Avenue West

Bradenton, FL 34205

941-747-9292

*S. Kylla Lee Smith*

10672

BM 5/12/98

Fax audit #

H 980000008863 6

EFFECTIVE DATE  
5-11-98ARTICLE OF INCORPORATION  
OF  
**BY PASS PERFORMANCE, INC.**98 MAY 12 AM 7:41  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

## ARTICLE I - NAME

The name of the corporation is: BY PASS PERFORMANCE, INC.

## ARTICLE II - EXISTENCE

This corporation shall commence existence on the date of execution and acknowledgment of these Articles or this corporation shall exist from the date of filing these Articles with the Department of State.

## ARTICLE III - PURPOSE

The general purpose for the which this corporation is organized shall be the transacting of any or all lawful business for which corporations may be incorporated under the provisions of Chapter 607, Florida Statutes.

## ARTICLE IV - CAPITOL STOCK

This corporation is authorized to issue 1000 shares of common stock, each having the par value of \$1.00. The stock will be classified as 1244 Stock for the Internal Revenue purposes.

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this corporation is 2443 US 301, Ellenton, Florida 34222. The name of the initial Registered Agent of this corporation at that office is VANDELL O'NEAL. The principal office of business is the same as the registered office.

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) director initially. The number of directors may be increased or decreased from time to time by the By-Laws but there shall always be at least one director. The name and address of the initial director of this corporation is:

## NAME &amp; ADDRESS

Vandell O'Neal  
724 Manatee Avenue  
Ellenton, Florida 34222

## NAME &amp; ADDRESS

Shirley O'Neal  
724 Manatee Avenue  
Ellenton, Florida 34222American Accounting Service, Inc.  
Pinnacle Plaza357 6th Avenue West  
Bradenton, FL 34205

941-747-8292

*Shirley O'Neal*

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## ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:  
Vandell O'Neal of 724 Manatee Avenue, Ellenton, Florida 34222.

## ARTICLE VIII - BY LAWS

The power to adopt, alter, amend or repeal By-Laws of this corporation shall be vested in either the Board of Directors or the shareholders; provided, however, the Board of Directors may not alter, amend or repeal any By-Laws adopted by the shareholders specifically provide that the By-Law is not subject to alteration, amendment or repeal by the Board of Directors.

## ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

Vandell O'Neal date 5-11-98  
Vandell O'Neal, PRESIDENT

## ACCEPTANCE-

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation.

Vandell O'Neal date 5-11-98  
Vandell O'Neal, PRESIDENT

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AMERICAN ACCOUNTING SERVICE, INC  
357 8th AVENUE WEST  
BRADENTON, FL 34205  
59-2584394  
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Skylla Rae Smith

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